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UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

CV.06-3356-R ✓

LOUIS GRASSO, individually and on
behalf of all others similarly situated,

Plaintiff,

vs.

VITESSE SEMICONDUCTOR
CORPORATION, DR. VINCENT
CHAN, PH.D., JAMES A. COLE, ALEX
DALY, MOSHE GAVRIELOV, JOHN C.
LEWIS, DR. LOUIS TOMASETTA,
PH.D., YATIN MODY, EUGENE F.
HOVANEK and EDWARD ROGAS, JR.,

Defendants.

No. CV 06-02639 R (CTx)

CLASS ACTION

FINAL JUDGMENT AND ORDER
OF DISMISSAL WITH PREJUDICE
OF DEFENDANTS VITESSE
SEMICONDUCTOR
CORPORATION, DR. VINCENT
CHAN, PH.D., JAMES A. COLE,
ALEX DALY, MOSHE
GAVRIELOV, JOHN C. LEWIS,
DR. LOUIS TOMASETTA, PH.D.,
YATIN MODY, EUGENE F.
HOVANEK AND EDWARD
ROGAS, JR.

1 This matter came before the Court for hearing pursuant to the Order of this
2 Court, dated January 7, 2008, on the application of the Settling Parties for approval of
3 the settlement set forth in the Amended Stipulation of Settlement dated as of October
4 5, 2007 (the "Stipulation"). Due and adequate notice having been given to the Class
5 as required in said Order, and the Court having considered all papers filed and
6 proceedings had herein and otherwise being fully informed about the settlement and
7 good cause appearing therefore, IT IS HEREBY ORDERED, ADJUDGED AND
8 DECREED that:

9 1. With respect to the capitalized terms set forth herein, the Court, for
10 purposes of this Final Judgment and Order of Dismissal with Prejudice of Defendants
11 Vitesse Semiconductor Corporation, Dr. Vincent Chan, James A. Cole, Alex Daly,
12 Moshe Gavrielov, John C. Lewis, Dr. Louis Tomasetta, Yatin Mody, Eugene F.
13 Hovanec, and Edward Rogas, Jr., adopts the definitions set forth in the Stipulation.

14 2. Any term used herein and not defined should be construed consistent
15 with the definitions set forth in Section IV of the Stipulation.

16 3. This Court has jurisdiction over the subject matter of the Litigation and
17 over all parties to the Litigation, including all Members of the Class.

18 4. The Court finally certifies, for settlement purposes only, a Class of all
19 Persons who purchased Vitesse Semiconductor Corporation common stock between
20 January 27, 2003 and April 27, 2006. Excluded from the Class are the Company, the
21 officers and directors, employees, affiliates, legal representatives, heirs, predecessors,
22 successors and assigns, and any entity in which the Company has a controlling interest
23 or of which the Company is a parent or subsidiary.

24 5. With respect to the Class, this Court finds that: (a) the Members of the
25 Class are so numerous that joinder of all Class Members in the class action is
26 impracticable; (b) there are questions of law and fact common to the Class which
27 predominate over any individual question; (c) the claims of the Lead Plaintiff are
28 typical of the claims of the Class; (d) the Lead Plaintiff and Lead Counsel have fairly

1 and adequately represented and protected the interests of the Class Members; and (e) a
2 class action is superior to other available methods for the fair and efficient
3 adjudication of the controversy, considering: (i) the interests of the Members of the
4 Class in individually controlling the prosecution of the separate actions, (ii) the extent
5 and nature of any litigation concerning the controversy already commenced by
6 Members of the Class, (iii) the desirability or undesirability of concentrating the
7 litigation of these claims in this particular forum, and (iv) the difficulties likely to be
8 encountered in the management of the class action.

9 6. Pursuant to Federal Rule of Civil Procedure 23, this Court hereby
10 approves the settlement set forth in the Stipulation and finds that said settlement is, in
11 all respects, fair, just, reasonable and adequate to, and in the best interests of, the Lead
12 Plaintiff, the Class and each of the Class Members.

13 7. Except as to any individual claim of those Persons (identified in Exhibit 1
14 hereto) who have validly and timely requested exclusion from the Class, the Litigation
15 and all claims contained therein, as well as all of the Released Claims, are dismissed
16 with prejudice as to the Lead Plaintiffs and the other Members of the Class, as against
17 each and all of the Released Persons. The Litigation is not dismissed as to the Non-
18 Settling Defendants. The Settling Parties are to bear their own costs, except as
19 otherwise provided in the Stipulation.

20 8. The Court finds that the Stipulation and settlement are fair, just,
21 reasonable and adequate as to each of the Members of the Class, and that the
22 Stipulation and settlement are hereby finally approved in all respects, and the Settling
23 Parties are hereby directed to perform its terms.

24 9. By operation of this Judgment and upon the occurrence of the Effective
25 Date, the Lead Plaintiffs shall have, and each of the Class Members shall be deemed
26 to have, and by operation of the Judgment shall have, fully, finally, and forever
27 released, relinquished and discharged all Released Claims against the Released
28

1 Persons, whether or not such Class Member executes and delivers the Proof of Claim
2 and Release.

3 10. All Class Members are hereby forever barred and enjoined from
4 prosecuting any and all of the Released Claims against any and all of the Released
5 Persons.

6 11. By operation of this Judgment and upon the occurrence of the Effective
7 Date, each of the Defendants shall be deemed to have, and by operation of this
8 Judgment shall have, fully, finally, and forever released, relinquished and discharged
9 each and all of the Class Members, Lead Plaintiff, Lead Counsel and Plaintiffs'
10 Counsel from all claims (including Unknown Claims), arising out of, relating to, or in
11 connection with the institution, prosecution, assertion, settlement or resolution of the
12 Litigation or the Released Claims.

13 12. The Notice of Pendency and Proposed Settlement of Class Action given
14 to the Class was the best notice practicable under the circumstances, including the
15 individual notice to all Members of the Class who could be identified through
16 reasonable effort. Said notice provided the best notice practicable under the
17 circumstances of those proceedings and of the matters set forth therein, including the
18 proposed settlement set forth in the Stipulation, to all Persons entitled to such notice,
19 and said notice fully satisfied the requirements of Federal Rule of Civil Procedure 23
20 and the requirements of due process.

21 13. Any Plan of Allocation submitted by Lead Counsel or any order entered
22 regarding any attorneys' fee and expense application shall in no way disturb or affect
23 this Final Judgment and shall be considered separate from this Final Judgment.

24 14. Neither the Stipulation, nor any of its terms, provisions or Exhibits, nor
25 the settlement contained therein, nor any act performed or document executed
26 pursuant to or in furtherance of the Stipulation or the settlement: (a) is or may be
27 deemed to be or may be used as an admission of, or evidence of, the validity of any
28 Released Claim, or of any wrongdoing or liability of the Released Persons, or (b) is or

1 may be deemed to be or may be used as an admission of, or evidence of, any fault or
2 omission of any of the Released Persons in any civil, criminal or administrative
3 proceeding in any court, administrative agency or other tribunal. The Released
4 Persons may file the Stipulation and/or the Judgment from this action in any other
5 action that may be brought against them in order to support a defense or counterclaim
6 based on principles of *res judicata*, collateral estoppel, release, good faith settlement,
7 judgment bar or reduction or any theory of claim preclusion or issue preclusion or
8 similar defense or counterclaim.

9 15. Without affecting the finality of this Judgment in any way, this Court
10 hereby retains continuing jurisdiction over: (a) implementation of this settlement and
11 any award or distribution of the Settlement Fund, including interest earned thereon;
12 (b) disposition of the Settlement Fund; (c) hearing and determining applications for
13 attorneys' fees, interest and expenses in the Litigation; and (d) all parties hereto for
14 the purpose of construing, enforcing and administering the Stipulation.

15 16. The Court finds that during the course of the Litigation, the Settling
16 Parties and their respective counsel at all times complied with the requirements of
17 Federal Rule of Civil Procedure 11.

18 17. In accordance with §21D(f)(7) of the Private Securities Litigation Reform
19 Act of 1995, 15 U.S.C. §78u-4(f)(7), each of the Released Persons, by virtue of this
20 Judgment, is discharged from all claims for contribution brought by any Person,
21 including the Non-Settling Defendants. This Judgment and bar order constitutes the
22 final discharge of all obligations to the Lead Plaintiff and Class of the Released
23 Persons arising out of the Litigation. This Judgment shall bar all future claims for
24 contribution arising out of the Litigation by any Person, including the Non-Settling
25 Defendants, against the Released Persons; and by the Released Persons against any
26 Person.

27 18. The shares of common stock of Vitesse delivered by Vitesse pursuant to
28 the terms of the Settlement set forth in the Stipulation (the "Shares") are being issued

1 by Vitesse in exchange for the Released Claims. This Court has held a hearing on the
2 fairness of the Settlement set forth in the Stipulation, including the terms and
3 conditions of the issuance of the Shares, after due and adequate notice having been
4 given of such Settlement, including the terms and conditions of the issuance of the
5 Shares. This Court hereby approves the terms and conditions of the issuance of the
6 Shares and finds that the conditions for the exemption under 15 U.S.C. §77c(a)(10)
7 have been met and the Shares are exempt from the provisions of 15 U.S.C. §§77a *et*
8 *seq.*

9 19. In the event that the Settlement does not become effective in accordance
10 with the terms of the Stipulation, or the Stipulation terminates according to its
11 provisions, or in the event that the Settlement Fund, or any portion thereof, is returned
12 to the Defendants or their insurers, or this Judgment does not become Final, then this
13 Judgment shall be rendered null and void and shall be vacated and, in such event, all
14 orders entered and releases given in connection herewith shall be null and void to the
15 extent provided by and in accordance with the Stipulation.

16 20. The Court directs entry of final judgment as to all claims against
17 Defendants Vitesse Semiconductor Corporation, Dr. Vincent Chan, James A. Cole,
18 Alex Daly, Moshe Gavrielov, John C. Lewis, Dr. Louis Tomasetta, Yatin Mody,
19 Eugene F. Hovanec, and Edward Rogas, Jr. based upon the Court's determination that
20 there is no just reason for delay for the entry of such judgment.

21 IT IS SO ORDERED.

22
23 DATED: April 7, 2008



THE HONORABLE MANUEL L. REAL
UNITED STATES DISTRICT JUDGE

EXHIBIT 1

**VITESSE SECURITIES LITIGATION
TIMELY REQUESTS FOR EXCLUSION**

The following table lists 21 timely requests for exclusion postmarked on or before February 25, 2008, and 2 late requests, the reasons for which are described in the last column. The categories below are pursuant to Section VII of the Notice.

| NAME, ADDRESS & PHONE | SHARES PURCHASED WITH DATES & PRICES | SHARES SOLD WITH DATES & PRICES | STATEMENT REQUESTING EXCLUSION |
|---|---|------------------------------------|--------------------------------------|
| Cenith M. Belken c/oCH2M Hill Intn'l. 9191 S. Jamaica Street Engelwood, CO 80112 Phone: +94-773-444-536 | 1/28/03 - 500 @ 2.26/sh 1/28/03 - 200 @ 2.26/sh 1/28/03 - 300 @ 2.26/sh 3/4/03 - 200 @ 2.19/sh | 4/11/06 - 360 @ 3.0200/sh | ✓ |
| Cenith Maria Belken & Loren Douglas Belken JTEN c/o CH2M Hill Intn'l. 9191 S. Jamaica Street Engelwood, CO 80112 Phone: +94-773-444-536 | 4/23/03 - 1,000 @ 2.39/sh 8/24/04 - 2,000 @ 2.60/sh | 3/8/06 - 470 @ 3.30/sh | ✓ |
| Cenith Maria Belken, Cust. for Rylee Anna Robertson c/oCH2M Hill Intn'l. 9191 S. Jamaica Street Engelwood, CO 80112 Phone: +94-773-444-536 | 3/4/03 - 100 @ 2.199/sh | None sold | ✓ |
| Berry Living Trust Willard M. Berry & Marcia A. Berry, Trustees 12010 N. Stinson Drive Hayden, ID 83835 Phone: 208-762-9356 | 1/28/00 - 138.29 @ 43.13/sh | 11/15/05 - 138.29 @ 1.75/sh | ✓ |
| Peter Cattalo 33 Phyllis Drive Newark, DE 19711 Phone: 302-738-5308 | 2/10/06 - 100 @ 3.18/sh | 3/14/06 - 100 @ 3.28/sh | ✓ |
| H. Truman Cowart 2345 Springdale Drive Snellville, GA 30078 Phone: 770-972-4909 | 9/25/03 - 4,800 @ 7.11/sh | 1/20/04 - 4,800 @ 8.78/sh | ✓ |

| NAME, ADDRESS & PHONE | SHARES PURCHASED WITH DATES & PRICES | SHARES SOLD WITH DATES & PRICES | STATEMENT REQUESTING EXCLUSION |
|--|--|---|--------------------------------------|
| Huong Diep 111 Rosemont Drive Scarborough, Ontario Canada M1K 2X5 Phone: 416-285-0711 | 5/11/04 - 1,000 @ 4.86/sh | 5/21/04 - 500 @ 4.97/sh 5/21/04 - 500 @ 4.99/sh | ✓ |
| Dixon Property Trust Dorothy R. Dixon, Trustee 1098 Manila Drive Seneca, SC 29672 Phone: 864-882-1423 | 3/11/05 - 1,000 @ 3.00/sh 5/17/06 - 1,000 @ 1.38/sh | 3/16/05 - 1,000 @ 3.60/sh 6/2/06 - 1,000 @ 1.70/sh | ✓ |
| Rabih A. Harmoush 2807 Dumbarton Road Richmond, VA 23228 Phone: 804-515-0404 | 1,500 shs - No other information given | No information given | ✓ |
| Alvin A. Hepner 27989 E. State Road Kewanee, IL 61443 Phone: 309-853-5052 | 1/6/04 - 1,200 @ 6.40/sh | 1/9/04 - 1,200 @ 6.95/sh | ✓ |
| Warren E. Hovren <u>After October 31st</u> 8470 N. Coral Ridge Loop Tucson, AZ 85704 Phone: 520-797-7631 <u>After April 30th</u> 430 6th Avenue South Glenwood, MN 56334 Phone: 320-634-3104 | 12/3/04 - 500 @ 3.72/sh | 7/13/07 - 500 @ 1.18/sh | ✓ |
| Carolyn Huntington 2742 E. Main, Lot 118 East Troy, WI 53120 Phone: 262-642-4311 | 3/06 - 100 @ 3.55/sh | 4/26/06 - 100 @ 2.41/sh | ✓ |
| James Spencer Lane Yew Tree House, Maerway La. Blackbrook, Newcastle Staffordshire ST5 5EN United Kingdom Phone: 004-416-306-47524 | 3/8/04 - 5,000 @ 8.08/sh | 7/2/04 - 5,000 @ 4.50/sh | ✓ |
| Emil Marzano 15A Court F Bricktown, NJ 08724 Phone: 732-840-9652 | 2/9/06 - 800 @ 3.37/sh | 4/6/06 - 800 @ 3.56/sh | ✓ |

| NAME, ADDRESS & PHONE | SHARES PURCHASED WITH DATES & PRICES | SHARES SOLD WITH DATES & PRICES | STATEMENT REQUESTING EXCLUSION |
|---|---|--|--|
| Russell Nygard 400 Courthouse Drive Morrisville, NC 27560 Phone: 919-264-0407 | 300 shares - No other information given | No information given | ✓ |
| Klaus Oetting Grolandstrasse 21 Nuernberg D-90408 Germany Phone: + 49 (9 11) 3 66 68 73 | 10/10/03 - 5,000 @ 7.58/sh 10/13/03 - 5,000 @ 7.73/sh 10/21/03 - 1,500 @ 7.13/sh 11/6/03 - 2,000 @ 7.55/sh | 10/15/03 - 8,500 @ 7.91/sh 11/21/03 - 2,500 @ 6.71/sh 12/17/03 - 2,500 @ 5.78/sh | ✓ |
| Ronald L. Paxson & Sharon E. Paxson 8330 Tiaga Trail Colorado Springs, CO 80919 Phone: 719-522-1844 | 2/9/06 - 150 @ 3.17/sh | 3/1/06 - 150 @ 3.22/sh | ✓ States that Notice was received on 2/25/08 |
| Rocky Lynn Valentine 757 Enloe Road Howe, TX 75459-4686 Phone: 903-532-9615 | 3/28/05 - 1,000 @ \$2.75/sh | 7/20/05 - 1,000 @ \$2.59/sh | ✓ States that Notice was received on 3/1/08 |
| Raymond T. Williams 1432 Meadow Lane Darien, GA 31305 Phone: 912-437-3856 | 1/27/06 - 100 @ 2.81/sh | 1/18/07 - 100 @ 0.935/sh | ✓ |
| Susan S. Williams 1432 Meadow Lane Darien, GA 31305 Phone: 912-437-3856 | 1/31/06 - 50 @ 2.75/sh | 1/18/07 - 50 @ 0.935/sh | ✓ |
| Caleb Winsett 33140 David Drive Shawnee, OK 74804 Phone: 405-308-5813 | 4/17/06 - 22 @ 3.23/sh | 4/27/06 - 22 @ 1.93/sh | ✓ |
| Frances Yee 832 Southgate Avenue Daly City, CA 94015 Phone: 415-513-8465 | 7/27/04 - 1,600 @ 2.45/sh 2/7/06 - 3,200 @ 2.80/sh | No information given | ✓ |
| Ken Zultak 32600 Concord Dr., Apt. 101 Madison Heights, MI 48071 Phone: 248-597-0094 | 10/4/05 - 800 @ 1.77/sh | 12/5/05 - 400 @ 2.35/sh 1/30/06 - 400 @ 2.64/sh | ✓ |